

Exhibit C

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2 understanding?
3 A. Yes.
4 Q. Okay. Do you know how many of
5 these transactions were for transmission
6 and distribution utilities?
7 A. A number of them specifically
8 were.
9 Q. I'm sorry, specifically?
10 A. A number were. I've never
11 counted them.
12 Q. Okay. Would it be fair to say
13 more than a dozen or less than a dozen?
14 A. I have not specifically counted.
15 Q. Okay. Of the mergers and
16 acquisitions that you did, is it your
17 belief that the majority had to do with
18 transmission and distribution utilities?
19 A. I've worked on a number of
20 transmission distribution utilities, as
21 well as generation assets.
22 Q. Okay. Of those transmission and
23 distribution utilities, can you identify
24 any of those?
25 A. I believe one that I have listed

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2 on my resumé is Berkshire Hathaway's
3 potential acquisition of Oncore Electric in
4 Texas.
5 Q. Can you recall any others?
6 A. I have worked on other
7 transactions that are not listed on my
8 resumé as they remain confidential.
9 Q. I understand.
10 Are there any others that you can
11 remember that are not listed as
12 confidential?
13 A. I do not specifically have my
14 resumé in front of me, so there could be
15 some.
16 Q. Okay. And you also indicate in
17 that same paragraph that you worked on debt
18 and equity financing transactions.
19 What kind of transactions do you
20 mean?
21 A. Well, if the utility wants to go
22 and raise debt financing, that would be
23 included. So bonds, as well as if a client
24 wanted to raise equity capital selling
25 shares on the market.

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2 Q. And so for the last ten years of
3 your career, that would all have to do with
4 power industry-type clients?
5 A. Yes, broad power industry.
6 Q. And in what capacity were you
7 involved?
8 A. In varying --
9 MR. MASHBERG: Objection to form.
10 MS. SPILLANE: Objection to form.
11 A. Can you clarify that?
12 Q. Sure.
13 So would it be fair to say that
14 first you started off analyzing these
15 projects and then you, as your -- during
16 the course of your career, you got in a
17 position that was more interacting with the
18 clients and overseeing other individuals
19 that were involved in these transactions on
20 behalf of Citi?
21 MS. SPILLANE: Objection to form.
22 MR. MASHBERG: Objection.
23 A. That is broadly, correct.
24 Q. Okay. Well, was there anything
25 that's wrong about that statement?

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2 A. I believe it was correct.
3 Q. Okay. In the course of your
4 experience, do you have any experience with
5 public utilities on any islands in the
6 Caribbean?
7 A. I do not.
8 Q. Do you know if there are industry
9 professionals with that experience?
10 MR. MASHBERG: Objection to form.
11 A. Can you clarify that?
12 Q. Sure.
13 Do you know if there are any
14 investment bankers that have experience
15 with public utilities on islands in the
16 Caribbean?
17 A. That is a broad question. I
18 would assume that there are some, yes.
19 Q. But you don't know for a fact?
20 A. I would assume that there are
21 some.
22 Q. Okay. Do you have any experience
23 working in Puerto Rico other than the work
24 that you've done on this transformation?
25 A. I do not.

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 2 Q. Do you have any experience in --
 3 without being physically in Puerto Rico, do
 4 you have any experience in any of the other
 5 Puerto Rico Title III and VI cases like,
 6 for example, the Commonwealth, COFINA, HTA,
 7 ERS?
 8 MS. SPILLANE: Objection to form.
 9 A. Can you clarify that?
 10 Q. Sure.
 11 Have you worked on -- with
 12 respect to broadly PROMESA, have you done
 13 any work other than on the PREPA
 14 transformation?
 15 A. I have focused on the PREPA
 16 transformation.
 17 Q. Okay. So while you might have
 18 focused on the PREPA transformation, does
 19 that mean that you've given any attention
 20 to any other aspect of PROMESA broadly that
 21 is not the PREPA transformation?
 22 MS. SPILLANE: Objection to form.
 23 A. Can you clarify that?
 24 Q. Well, you used the word "I have
 25 focused on," okay? That indicates to me

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 2 that you might have focused on something,
 3 but you might have still paid attention to
 4 other aspects, so I just want it clear.
 5 Have you done any work other than
 6 the PREPA transformation with respect to
 7 the Puerto Rico Title III cases?
 8 MS. SPILLANE: Objection to form.
 9 A. Can you clarify your question?
 10 Q. Okay.
 11 Have you worked on anything in
 12 Puerto Rico or with respect to PROMESA
 13 other than the PREPA transformation?
 14 A. I have not.
 15 Q. Have you done any work on any
 16 other United States territories?
 17 MR. MASHBERG: Objection to form.
 18 A. I have not.
 19 Q. Have you done any work on any
 20 municipal bankruptcies?
 21 A. I have not.
 22 Q. Have you ever worked with
 23 distressed municipal debt?
 24 A. I have not.
 25 Q. Do you have any experience in

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 2 municipal debt?
 3 A. I do not.
 4 Q. Do you have any experience
 5 relating to public utilities in any Chapter
 6 11 or Chapter 9 context?
 7 A. With regards to the Berkshire
 8 Hathaway acquisition of Oncore Electric,
 9 Oncore's parent was in bankruptcy.
 10 Q. Was that acquisition completed?
 11 A. It was terminated.
 12 Q. By whom?
 13 A. Ultimately there was another
 14 buyer of that utility.
 15 Q. Aside from Chapter 11 or Chapter
 16 9, have you engaged or worked on any
 17 transactions relating to public utilities
 18 in any sort of distressed context?
 19 MS. SPILLANE: Objection to form.
 20 BY MR. ARASTIA:
 21 Q. Such as assignment for the
 22 benefit of creditors, receiverships?
 23 A. Can you clarify your question?
 24 Q. Okay. I'll break it down.
 25 Do you know what assignment for

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 2 the benefit of creditors is?
 3 A. I am not specific with that term.
 4 Q. Have you ever heard of it?
 5 A. I believe so, yes.
 6 Q. Okay. Have you ever done any
 7 transaction relating to public utilities in
 8 the context of assignment for the benefit
 9 of creditors?
 10 A. I have not.
 11 Q. Okay. Have you ever done any
 12 transaction relating to public utilities in
 13 the context of a receivership?
 14 A. I have not.
 15 Q. Does your experience include
 16 transactions involving the operation of a
 17 public utility?
 18 A. Our clients are broadly operators
 19 of utilities.
 20 Q. Okay. Your clients are broadly
 21 operators, but are you performing functions
 22 for clients that are purchasing assets or
 23 simply entering into a management agreement
 24 to operate a utility?
 25 MR. MASHBERG: Objection to form.

<p style="text-align: right;">Page 50</p> <p>1 F. Chapados - Professional Eyes Only 2 A. Can you clarify your question? 3 Q. Sure. 4 I believe that you said that you 5 have engaged in transactions on behalf of 6 clients that are broadly operators? 7 A. Correct. 8 Q. Despite the fact that they might 9 be broadly operators, have those 10 transactions been for the acquisition of 11 assets? 12 A. They have generally been for the 13 acquisition of utilities or assets, yes. 14 Q. Okay. Have they ever been, these 15 transactions, solely for the purpose of 16 operating a utility? 17 A. They have not. 18 Q. Let me shift gears for a moment. 19 Do you know when Citi began 20 providing services to the FOMB? 21 MS. SPILLANE: Objection to form. 22 A. Can you clarify your question? 23 Q. Well, first of all, let me back 24 up. 25 By FOMB, can we agree that's the</p>	<p style="text-align: right;">Page 51</p> <p>1 F. Chapados - Professional Eyes Only 2 Financial Oversight Management Board? 3 A. Correct. 4 Q. Okay. Do you know -- at some 5 point in time, Citi began providing 6 services to the FOMB, did it not? 7 A. It did. 8 Q. Okay. And do you know when that 9 was? 10 A. I believe our first engagement 11 letter was in 2017. 12 Q. You say "first engagement 13 letter." That presupposes there is more 14 than one. 15 Are there more than one? 16 A. There are more than one. 17 Q. How many are there? 18 A. I believe the engagement letter 19 has been revised three times. 20 Q. Do you know why it's been 21 revised? 22 A. The scope of services and/or 23 compensation has changed. 24 (Chapados Exhibit 2, Letter dated 25 2/13/18 from Citi to FOMB,</p>
<p style="text-align: right;">Page 52</p> <p>1 F. Chapados - Professional Eyes Only 2 Bates-stamped CGMI00000005 through 14, 3 marked for identification, as of this 4 date.) 5 BY MR. ARASTIA: 6 Q. I show you what is marked as No. 7 2. If you take a look at this while copies 8 are being passed out. 9 (Witness complies.) 10 Q. Do you recognize that document in 11 front of you? 12 A. I do. 13 Q. Do you know whether or not that 14 is the first engagement letter between Citi 15 and FOMB? 16 A. I believe it is the second 17 engagement letter. 18 Q. Do you know how it's different 19 than the first? 20 A. I believe the scope of services 21 has been expanded. 22 Q. And would that be, in the first 23 paragraph, "To serve as an investment 24 banker and financial adviser to the board 25 in connection with the board statutory</p>	<p style="text-align: right;">Page 53</p> <p>1 F. Chapados - Professional Eyes Only 2 duties under PROMESA and its task of 3 working with the people and government of 4 Puerto Rico to create the necessary 5 foundation for economic growth and restore 6 opportunity to the people of Puerto Rico 7 including working on the board's exclusive 8 strategic mergers and acquisition adviser 9 to render certain strategic advisory and 10 investment banking services related to the 11 potential sale or restructuring of Puerto 12 Rico Electric Power Authority." 13 That is as you understand the 14 scope to be? 15 A. That is correct. 16 Q. And this engagement letter 17 accurately encapsulates the scope of work 18 of Citi at that point in time? 19 A. That is correct. 20 Q. And this changed later? 21 A. I believe it has been further 22 revised. 23 Q. In what way? 24 A. I believe the compensation has 25 changed.</p>

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[REDACTED]

[REDACTED]

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4 Q. If you can look at No. 2 off to
5 your right. I forgot to ask you a question
6 about that.

7 (Document review.)

8 Q. I think that you had said that in
9 the third version of what's marked as
10 Exhibit 2, there is a change in the
11 compensation.

12 A. That is correct.

13 Q. Okay. Are you familiar with
14 success fees in mergers and acquisition
15 transactions?

16 A. I am.

17 Q. Does the next version of this
18 include any sort of success fee for
19 transformation of T&D assets?

20 A. It has a success fee for the
21 broad transformation, yes.

22 Q. So that -- by "broad
23 transformation," does that include the
24 private ownership or operation of the power
25 utility by a private property or/and the

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2 privatization involving the company's
3 power-generation assets?

4 MS. SPILLANE: Objection to form.

5 A. Our scope of work covers both the
6 T&D system and the generation assets, yes.

7 Q. Okay. I'm sorry, are you done?

8 A. Our fees are for both.

9 Q. Okay. I just wanted to make sure
10 that there is nothing else that you include
11 in the definition of transformation.

12 A. I do not.

13 Q. Okay. If we could look back at
14 your declaration, which is in front of you,
15 on page 3, I would just like a little
16 clarification.

17 You say that your
18 responsibilities reflect the transformation
19 to include leading the day-to-day
20 transaction execution, but I thought I
21 heard you tell me earlier that the P3
22 Authority is leading the transaction.
23 Can you help --

24 A. There are multiple parties
25 involved in the transaction. I am

<p style="text-align: right;">Page 90</p> <p>1 F. Chapados - Professional Eyes Only 2 day-to-day lead on the transaction 3 execution. There are other parties as 4 well.</p> <p>5 Q. Okay. Who are the other parties? 6 A. At the end of the day, there are 7 a number of approvals required for the 8 transformation and, therefore, they're all 9 involved broadly.</p> <p>10 Q. Would it be fair to say that 11 you're leading the day-to-day transaction 12 execution with the FOMB, or do you mean the 13 entire transaction execution?</p> <p>14 A. As previously -- 15 MS. SPILLANE: Objection to form. 16 A. As previously stated, we are 17 working together, the Oversight Board, the 18 P3 Authority, other Puerto Rico entities, 19 to effect the transformation. I am leading 20 the overall transformation.</p> <p>21 Q. And then you say you're serving 22 as a primary point of contact for the 23 Oversight Board, the government, and 24 potential operators. 25 Can you explain what you mean by</p>	<p style="text-align: right;">Page 91</p> <p>1 F. Chapados - Professional Eyes Only 2 that? 3 A. On a day-to-day basis, I speak to 4 members of the Oversight Board and the 5 Puerto Rico government and its various 6 offices and entities, as well as the 7 potential operators of the T&D system.</p> <p>8 Q. Would it be more accurate to say 9 that you're the liaison for those entities? 10 A. That could be another word, yes. 11 Q. Okay. But certainly you don't 12 represent the government or the potential 13 operators? 14 A. I do not represent either of 15 those. 16 Q. Which operators have you 17 communicated with, potential operators? 18 A. I have communicated with all 19 potential operators in the process. 20 Q. Okay. How many are there? 21 A. Could you clarify? 22 Q. How many potential operators are 23 there? 24 A. As was released by the decision 25 to go forth with the RFP, there are four</p>
<p style="text-align: right;">Page 92</p> <p>1 F. Chapados - Professional Eyes Only 2 short-listed parties in the Request for 3 Proposal stage.</p> <p>4 Q. And you speak with all four? 5 A. I have spoken with all four. 6 Q. Okay. And what's the sorts of 7 things that you discuss with those 8 potential operators?</p> <p>9 A. A lot of things. I primarily do 10 due diligence requirements, scheduling 11 matters, and other types of clarifications 12 regarding the transformation.</p> <p>13 Q. Are some of these communications 14 in person?</p> <p>15 A. They are in person. 16 Q. Okay. Are some by email? 17 A. They are by email. 18 Q. Do the operators ask you any 19 questions about the scope, nature, vision, 20 or your understanding of the transformation 21 process?</p> <p>22 A. The operators have asked a number 23 of questions regarding the transformation 24 and the potential transaction here. 25 Q. And have you relied on any of</p>	<p style="text-align: right;">Page 93</p> <p>1 F. Chapados - Professional Eyes Only 2 those communications in putting together 3 this declaration?</p> <p>4 A. I believe they form my broad 5 knowledge base of the overall 6 transformation efforts.</p> <p>7 Q. Earlier we talked about advisers 8 for PREPA and P3. 9 Speaking with advisers, have you 10 interacted with an entity called 11 Rothschild? 12 A. I have. 13 Q. And do you know what role they 14 performed?</p> <p>15 A. Rothschild was an adviser to 16 AAFAF. 17 Q. Okay. Did they perform, to the 18 best of your knowledge, the same services 19 to AAFAF that you and Citi performed on 20 behalf of the FOMB?</p> <p>21 A. In the earlier stages of the 22 project, yes, they were providing a similar 23 type of service. 24 Q. And when did that change, do you 25 know?</p>

<p style="text-align: right;">Page 94</p> <p>1 F. Chapados - Professional Eyes Only 2 A. I believe it was September of 3 2018. 4 Q. And do you know why there was a 5 divergence in roles? 6 MS. SPILLANE: Objection to form. 7 A. Can you clarify your question? 8 Q. Sure. 9 You indicated that at the early 10 stages, Rothschild and Citi performed the 11 same roles. 12 Is that a fair statement? 13 A. Correct. 14 Q. That indicates that or insinuates 15 that at some point other than the early 16 stages, the roles changed. 17 Did that happen? 18 MS. SPILLANE: Objection to form. 19 A. I don't believe the roles 20 changed. I believe the government of 21 Puerto Rico made a decision to not continue 22 with Rothschild providing its financial 23 advisory services. 24 Q. Are you aware that the FOMB has 25 ongoing litigation against Citi?</p>	<p style="text-align: right;">Page 95</p> <p>1 F. Chapados - Professional Eyes Only 2 MS. SPILLANE: Objection. 3 MR. MASHBERG: Object to the 4 form. 5 A. Can you clarify your question? 6 Q. Sure. 7 Do you have any knowledge as to 8 whether or not the FOMB is a plaintiff in 9 any litigation in which Citi is named as a 10 defendant in the PROMESA matter? 11 A. I am broadly aware of that, but 12 not at the specific level. 13 Q. Do you know what the claims are? 14 A. I said I was not aware of the 15 specific, you know, items. 16 Q. Well, even broadly. 17 A. I believe that Citi served as an 18 underwriter of certain debt securities in 19 the past. 20 Q. And do you know the amount of the 21 claim? 22 A. I do not. 23 Q. Are you aware of -- do you know 24 what a preference action is in bankruptcy? 25 A. I am not.</p>
<p style="text-align: right;">Page 96</p> <p>1 F. Chapados - Professional Eyes Only 2 Q. Okay. Do you know what a 3 fraudulent transfer action is in 4 bankruptcy? 5 A. I am broadly aware of that term. 6 Q. Okay. Are you -- do you know 7 whether or not Citi is a defendant in a 8 fraudulent transfer action that was brought 9 in part by the FOMB? 10 A. I believe Citi is part of 11 litigation with the Oversight Board. If it 12 is specifically involved in fraudulent 13 transfers, I am not specifically aware. 14 Q. Okay. Do you personally perceive 15 any conflicts and being sued by your client 16 in the same general proceedings in which 17 you're providing advice? 18 MS. SPILLANE: Objection to form. 19 MR. MASHBERG: Objection to form. 20 A. Can you clarify your question. 21 Q. Sure. 22 Does it matter to you that your 23 client is suing Citi? 24 MS. SPILLANE: Objection to form. 25 MR. MASHBERG: Objection to form.</p>	<p style="text-align: right;">Page 97</p> <p>1 F. Chapados - Professional Eyes Only 2 A. Can you clarify your question? 3 Q. Sure. 4 Okay. So are you familiar with 5 conflicts of interest? 6 A. I am. 7 MR. MASHBERG: Objection to form. 8 BY MR. ARASTIA: 9 Q. Are you familiar with -- can you 10 remember any instance in which you were 11 providing advice to a client actively at 12 the same time that they were suing your 13 employer? 14 MS. SPILLANE: Objection to form. 15 A. Can you clarify your question? 16 Q. Okay. What part of my question 17 don't you understand? Is it a specific 18 word or concept? I want to ask it 19 accurately. 20 A. What type of transaction are you 21 specifically referring to? 22 Q. Well, what -- well, you're 23 advising the FOMB on the transformation? 24 A. Yes. 25 Q. At the same time that you're</p>